



Pg. 1 of 53
Bob Baker Enterprises, Inc.

591 Camino de la Reina, Suite 1100, San Diego, California 92108
(619) 297-1001 • Fax (619) 299-1049



Robert H. Baker
President

June 4, 2009

Via e-mail

Bob Baker Ford
730 Camino Del Rio North
San Diego, CA 92108
(619) 297-5001

Bob Baker Toyota
6800 Federal Boulevard
Lemon Grove, CA 91945
(619) 287-2400

Bob Baker Chevrolet
Bob Baker Subaru
900 Arnele Avenue
El Cajon, CA 92020
(619) 440-0404

Bob Baker Lexus
1000 Arnele Avenue
El Cajon, CA 92020
(619) 440-5398

Bob Baker Chrysler
Bob Baker Jeep
5555 Car Country Drive
Carlsbad, CA 92008
(760) 431-3000

Bob Baker Mitsubishi
Bob Baker Kia
5515 Car Country Drive
Carlsbad, CA 92008
(760) 431-3050

Bob Baker Volkswagen
Bob Baker Subaru
5500 Paseo del Norte
Carlsbad, CA 92008
(760) 438-2200

Baker Media Advertising
591 Camino de la Reina
Suite 1105
San Diego, CA 92108
(619) 683-5588

**BetterWay Leasing &
Auto Buying Service**
730 Camino del Rio North
San Diego, CA 92108
(619) 574-6644

Bob Baker Foundation
591 Camino de la Reina
Suite 1100
San Diego, CA 92108
(619) 297-1001

**Bob Baker Properties
& Partnerships**
REKAB Properties
Miramar Properties
Pacesetters Insurance
591 Camino de la Reina
Suite 1100
San Diego, CA 92108

General Motors Corporation
Dealer Business Planning Group
100 GM Renaissance Center
Mail Code 8482-A06-C66
Detroit, Michigan 48265-1000

Re: All American Chevrolet, Inc., dba Bob Baker Chevrolet,
El Cajon (San Diego County), California
Dealer Code: 114603

To Whom It May Concern:

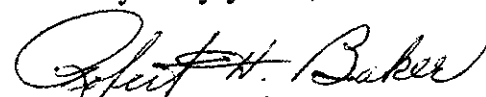
The purpose of this letter is to inform you that I am in receipt of your letter dated June 1, 2009 and the Wind-Down Agreement, which was received June 2, 2009. As you know, the letter states that the Agreement must be received on or before June 12, 2009.

Please be advised that ten days, not including the weekend, is simply not near enough time to review, analyze and make an informed decision concerning the termination of a 20 year franchise. My wife just passed away, and I am in the middle of settling my estate. Additionally, I have numerous graduations to attend in the next ten days.

I am therefore requesting an extension to June 30, 2009. Please confirm the requested extension in writing, via facsimile (619)299-1049, by 3:00 p.m., PST, Monday, June 8, 2009.

Thank you in advance for your consideration.

Very truly yours,


Robert H. Baker
President

RHB/lt

cc: The Honorable Robert E. Gerber

ALL AMERICAN CHEVROLET, INC.

A SUCCESSFUL GENERAL MOTORS' DEALERSHIP

PAST, PRESENT AND FUTURE

1. **Historical Performance Factors.** Bob Baker began his career as a salesman at Parkwood Chevrolet in Lakewood, California in 1955. In 1960, he was a sales manager at Courtesy Chevrolet in Los Angeles, California. Bob Baker helped establish Courtesy Chevrolet in San Diego where he served as General Manager guiding the dealership to the finest service, highest volume and profit in the Los Angeles Zone. In 1964, Bob Baker assisted in negotiating the asset sale of Lone Star Chevrolet/Cadillac which became two dealerships. Bob Baker became the highest volume and profit dealer in the El Paso Zone.

In 1966, Bob Baker purchased a Chevrolet dealership in Indianapolis, Indiana and named it Bob Baker Chevrolet. Ten years later, not only had Bob Baker received several awards for outstanding achievements in all departments, Bob Baker Chevrolet became one of the most profitable and finest service facility dealerships in the United States.

In 1971, Bob Baker acquired a Chevrolet-Oldsmobile dealership in Elwood, Indiana. In 1973, Bob Baker acquired a Chevrolet dealership in Napa, California, which became a very successful operation. In 1974, Bob Baker Chevrolet became the 3rd dealer out of 6,000 dealers in the United States to earn the Service Supremacy Dealer Award. In 1974, a Chevrolet dealership in Los Gatos, California, was acquired.

In 1977, Bob Baker sold his stock in Elwood Chevrolet and later Bob Baker Chevrolet in Indianapolis, Indiana and relocated to Rancho Santa Fe, California. In 1982, Bob Baker purchased majority stock in Sam DeSantis Chevrolet in San Clemente, California. In 1985, Bob Baker purchased Lamb Chevrolet in National City, California. In 1988, Bob Baker purchased Dick Grialva Chevrolet, in El Cajon, California, where the store remains today as Bob Baker Chevrolet. Bob Baker has owned several other General Motors franchises, including but not limited to Del Norte Chevrolet in Brawley, California and Bob Baker Cadillac in Carlsbad, California.

Bob Baker's business activities related to General Motors include:

1967	President of Chevrolet Dealers Assoc. of Greater Indianapolis.
1973-1975	Member of Chevrolet Regional Dealer Council.
1976-1977	Secretary/treasurer of Chevrolet Dealers Association of greater Indianapolis.
1986-1987	Member of R.M.A. California Chevrolet Dealers Group.
1987	Board of Directors - San Diego Chevrolet Dealers Advertising Association.

General Motors' Awards Include:

- | | |
|------|---|
| 1991 | 25 Year Commemorative Award as Chevrolet Dealer. |
| 2000 | Chevrolet "Genuine Leader's Award" for Sales and Customer Satisfaction. |
| 2000 | General Motors' Mark of Excellence Award. |
-

2. **Sales Effectiveness/Sales Volume.**

- | | |
|------|---|
| 2005 | Top 50 in the Western Region in sales. |
| 2008 | Rated No. 2 in the Zone in GM "Certified" used car sales. |
| 2009 | Rated No. 6 in the Zone in GM "Certified" used car sales. |

Bob Baker Chevrolet has made a commitment to sell GM certified used cars. Bob Stall Chevrolet, Courtesy Chevrolet, Ron Baker Chevrolet and Poway Chevrolet have all abandon the GM certified used car program.

Bob Baker Chevrolet recently won General Motors' OnStar "Navigation" Contest and has consistently been in the top three for OnStar performance. See Exhibit 2.

3. **Purchase and Delivery Performance.** Bob Baker Chevrolet Purchase Delivery Satisfaction (PDS) has consistently exceeded the Western Region scores since its inception. The service satisfaction scores (SSS) are currently below the Western Region, but above the San Diego average score. The San Diego average score is consistently below the Western Region for both PDS and SSS; however, Bob Baker Chevrolet is above the San Diego average score. Bob Baker Chevrolet made a number of changes in the Service Department, which included replacement of the Service Manager, Assistant Service Manager, three Service Advisors and number of Technicians. At its current rate of improvement in 2009, Bob Baker Chevrolet has improved its 12 month average 6.6 points in the past six months by consistently exceeding the Western Region average score. It is expected to exceed the Western Region average score in three months. Please see Exhibit 3.

4. **Capitalization.** Meet and exceed GM's dealer network requirements.

5. **Profitability.** Understandably, 2008 proved to be the only year in Bob Baker Chevrolet's 20 year existence that it had a minimal loss compared to substantial losses by other San Diego County Chevrolet dealers. So far, in 2009, Bob Baker Chevrolet continues to operate at a profit despite the economic downturn.

6. **Location.**

The Chevrolet franchise, now known as Bob Baker Chevrolet, has been at its present location since 1972. The dealership is located in a small dealer cluster just off of the main freeway, Interstate 8, in El Cajon, California. Bob Baker Chevrolet and other area dealers were negatively impacted when Home Depot relocated in 2007. However, Toyota of El Cajon (one of San Diego's largest dealership and Presidential Award winners) is currently slated to open at that location in October 2009. The new Toyota of El Cajon site is located directly across the street from Bob Baker Chevrolet. See Exhibits 6(a), (b), (c) and (d). Mark LeNeve, Vice President – Sales and Marketing, General Motors North America, has indicated that Chevrolet intends to go head-to-head with Toyota. What a perfect opportunity for General Motors in its restructuring efforts.

Bob Baker Chevrolet is the most eastern Chevrolet dealership located in a very large suburb of San Diego, California. Future growth patterns dictate that San Diego's population will grow to the east, as Mexico borders the south, the Pacific Ocean is due west, and Camp Pendleton is to the north.

Bob Baker Chevrolet has a large geographic area of responsibility of which two of the neighboring Chevrolet dealers. . . Poway Chevrolet and People's Chevrolet. . . went out of business in 2008/2009, in addition to Saturn of El Cajon, McClellan Buick-Pontiac-GMC and Budget Car Sales. . . thereby increasing the need for Bob Baker Chevrolet.

Bob Stall of Bob Stall Chevrolet, Bob Baker Chevrolet's neighboring competitor, was relocated from a poor visibility area in La Mesa, California to a high visibility area on Interstate 8. Since that time, Bob Stall Chevrolet has been given special considerations such as a higher allocation of the more desirable vehicles, such as Corvette's, Suburban's and Silverado's.

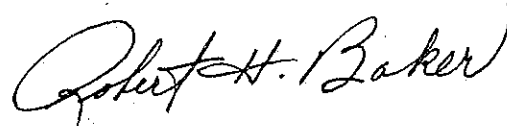
7. **Facilities.** Bob Baker Chevrolet currently meets or exceeds General Motors' facility guidelines. Additionally, Bob Baker Chevrolet (prior to this recession) was permitted by the City of El Cajon to remodel the facility and still has plans to continue with the remodel. Bob Baker Chevrolet has spent approximately \$500,000.00 in architectural, engineering and permit fees.

8. **Dualing.** Bob Baker Chevrolet is currently housed with Bob Baker Subaru. This matter was the subject of a Protest heard before the New Motor Vehicle Board several years ago. The New Motor Vehicle Board ruled in favor of the dual. Please see Exhibit 8(a). Also, Bob Baker Chevrolet's Lease Agreement, not only contains a high rent factor, but it is not due to expire until the year 2036. The landlord required the Dealer Operator to personally guarantee the Lease Agreement. Non-renewal of the Franchise Agreement would create considerable financial harm to the Dealer Operator personally. Please see Exhibit 8(b).

9. **Other Considerations.** Bob Baker Chevrolet is one of the largest GM wholesale parts distributors in San Diego County. Additionally, Bob Baker Chevrolet is currently participating in the following GM programs: (1) Goodwrench "on a roll" tire program; (2) GM bulk oil program; (3) GM certified used car program; and (4) GM lifetime service guaranty program. The General Manager, Kurt Anderson, is President of the San Diego County Chevrolet Dealers Association. As a further commitment to General Motors, Bob Baker Chevrolet has committed to the above over the past two years.

10. **Closing Summary.** Bob Baker and Bob Baker Chevrolet have more than sufficient capital to withstand any economic downturn. The dealership's future sales expectations are great with the relocation of Toyota of El Cajon across the street and the recent closing of four other General Motors' dealerships near Bob Baker Chevrolet's area of responsibility. With the above information in hand, I respectfully request reconsideration of your decision not to continue your contractual relationship beyond October 2010. Bob Baker and Bob Baker Chevrolet have the attributes and tenure necessary to meet and exceed General Motors expectations of its dealer network going forward, and we are committed and excited for the future of General Motors and Bob Baker Chevrolet.

Dated: May 27, 2009

A handwritten signature in black ink, appearing to read "Robert H. Baker". The signature is fluid and cursive, with the first name "Robert" being more prominent than the last name "Baker".

Dealer Operator

Exhibit 2



OnStar "Navigation" Contest

OnStar is running a "Navigation" contest putting 15 Dealerships against each other to increase OnStar Turn-By-Turn Navigation during March, April and May 2009.

Contest Dates:

This contest will begin on March 2 and run through May 25, 2009. Ranking reports will be provided each week throughout the contest.

Measures:

The goal is for each dealer to obtain 45% Onstar Turn-By-Turn Navigation. All Dealerships must have 80% Welcome Call or higher as a qualifier.

Keys to obtaining 45% Onstar Turn-By-Turn Navigation:

- 1) Every Vehicle is activated/enrolled online before delivery.
- 2) Push the Blue Button at Delivery.
- 3) Send Customer home with a Turn-By-Turn Route.
- 4) Utilize the OnStar Customer Manifest List posted on Dealer World

The Payout:

- The dealership who obtains the highest Turn-By-Turn over 45% as reported on the June 1 Manifest report will be declared the winner.
- Qualifier: In order to win the dealership must obtain a minimum of 80% Welcome Call.
- The winning dealership will be awarded **\$1000**
- The 2nd place dealership will win **\$300**
- The 3rd place dealership will win **\$200**
- 1st Tie breaker will be Highest Welcome Call for the contest period.
- 2nd Tie Breaker will be Highest Vehicle Diagnostic E-mail sign up rate (OVD) for the contest period.

Dealer Authorized Signature _____

Dealer Authorized Name _____ Dealer BAC _____

OnStar Area Sales Manager

Trina Solomon

Zone Managers

Ron McCants

Chris Shane

Pat Botsford

GM District Sales Managers

Chip Zimmer

Ozgur Wroe

Marlin Jackson

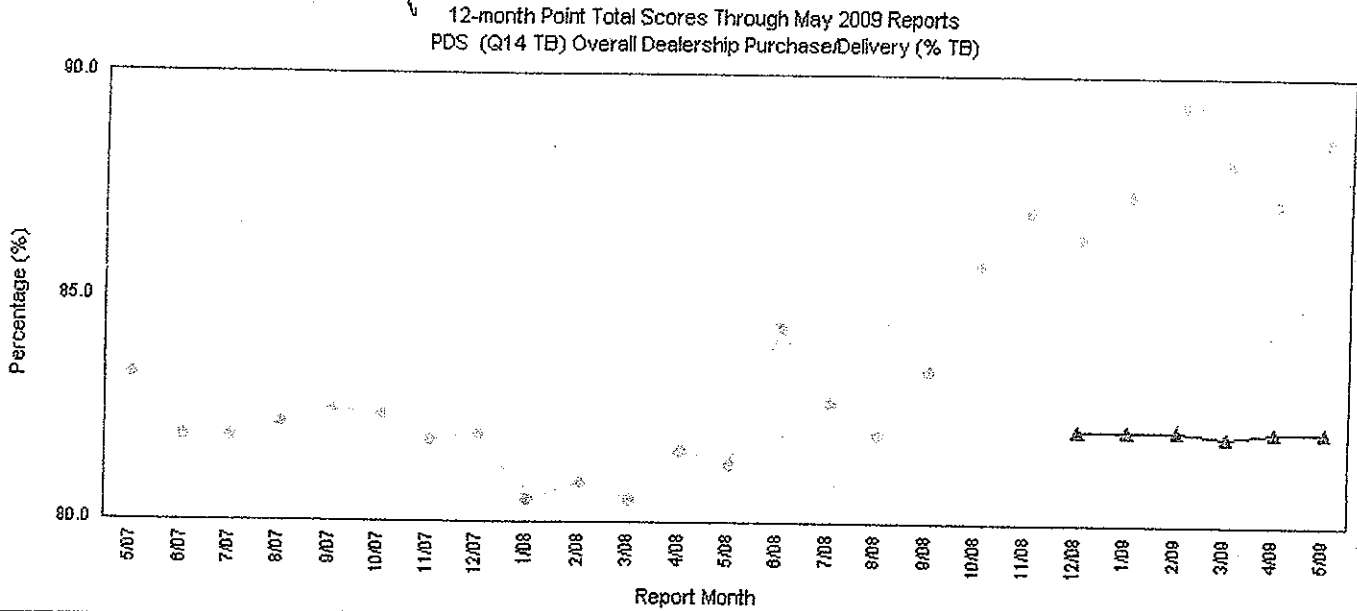
Mike Ballard

Jeff Lindquist

BAC #	DEALERSHIP	Navigation/ Welcome Call Goal	March		April		May		March	
			Final	March	Final	April	Final	May	May	March
			Welcome	Nav	Welcome	Nav	Welcome	Nav	Welcome	Final
			Call		Call		Call		Call	
114603	Bob Baker Chevrolet	45%/80%	80%	50%	80%	50%	78%	50%	80%	50%
114565	Harbor Chevrolet	45%/80%	50%	50%	80%	50%	78%	50%	80%	50%
171750	Hardin BPG	45%/80%	76%	33%	68%	43%	71%	72%		
114582	Connell Chevrolet	45%/80%	76%	39%	74%		71%	44%	74%	43%
211766	Jimmie Johnson Chev	45%/80%	72%	39%			76%	37%	78%	42%
114567	Puente Hills Chevrolet	45%/80%		32%	73%	40%				41%
172151	Wesloch & Sons Chev	45%/80%		23%		36%	78%			37%
114691	Paradise Chevrolet Cad	45%/80%		34%	71%	34%	76%	37%	76%	35%
114576	Selman Chevrolet	45%/80%	65%	26%	77%	30%	77%		73%	34%
114623	Quality Chevrolet	45%/80%	75%	32%		36%		34%		34%
114637	Wesloch Chevrolet	45%/80%		30%		27%		43%		33%
114635	Bob Stall Chevrolet	45%/80%	71%	31%	68%	31%	75%	35%	71%	32%
1171040	Cerritos BPG	45%/80%	60%	24%	50%	24%	43%	27%	51%	25%
114556	Cormier Chevrolet	45%/80%	69%	26%		24%	74%	22%	79%	24%
114548	Rancho Valley Chevrolet	45%/80%	47%	12%	66%	18%	56%	15%	56%	15%

Exhibit 3

12 month sales



BOB BAKER CHEVROLET/SUBARU

WESTERN REGION

	5/07	6/07	7/07	8/07	9/07	10/07	11/07	12/07	1/08	2/08	3/08	4/08	5/08
BOB BAKER CHEVROLET/SUBARU	83.3	81.9	81.9	82.2	82.5	82.4	81.8	82.0	80.5	80.9	80.5	81.6	81.3
WESTERN REGION	-	-	-	-	-	-	-	-	-	-	-	-	-

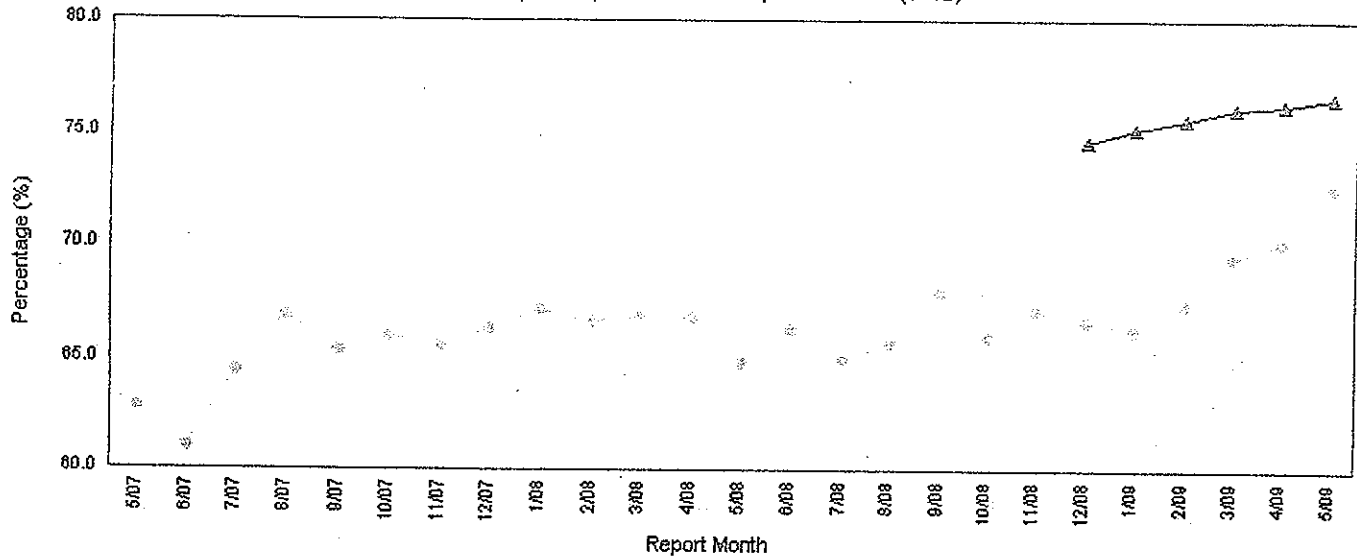
	6/08	7/08	8/08	9/08	10/08	11/08	12/08	1/09	2/09	3/09	4/09	5/09
BOB BAKER CHEVROLET/SUBARU	84.4	82.7	82.0	83.4	85.8	87.0	86.4	87.4	89.4	88.1	87.2	88.6
WESTERN REGION	-	-	-	-	-	-	82.1	82.1	82.1	82.0	82.1	82.1

Sales 12 month
 Above Region



BOB BAKER CHEVROLET/SUBARU

Division: POINT TOTAL Time Period: 12-MONTH Survey Type: SSS

*12 MONTH SERVICE AVE*12-month Point Total Scores Through May 2009 Reports
SSS (Q16 TB) Overall Dealership Service Visit (% TB)

BOB BAKER CHEVROLET/SUBARU

WESTERN REGION

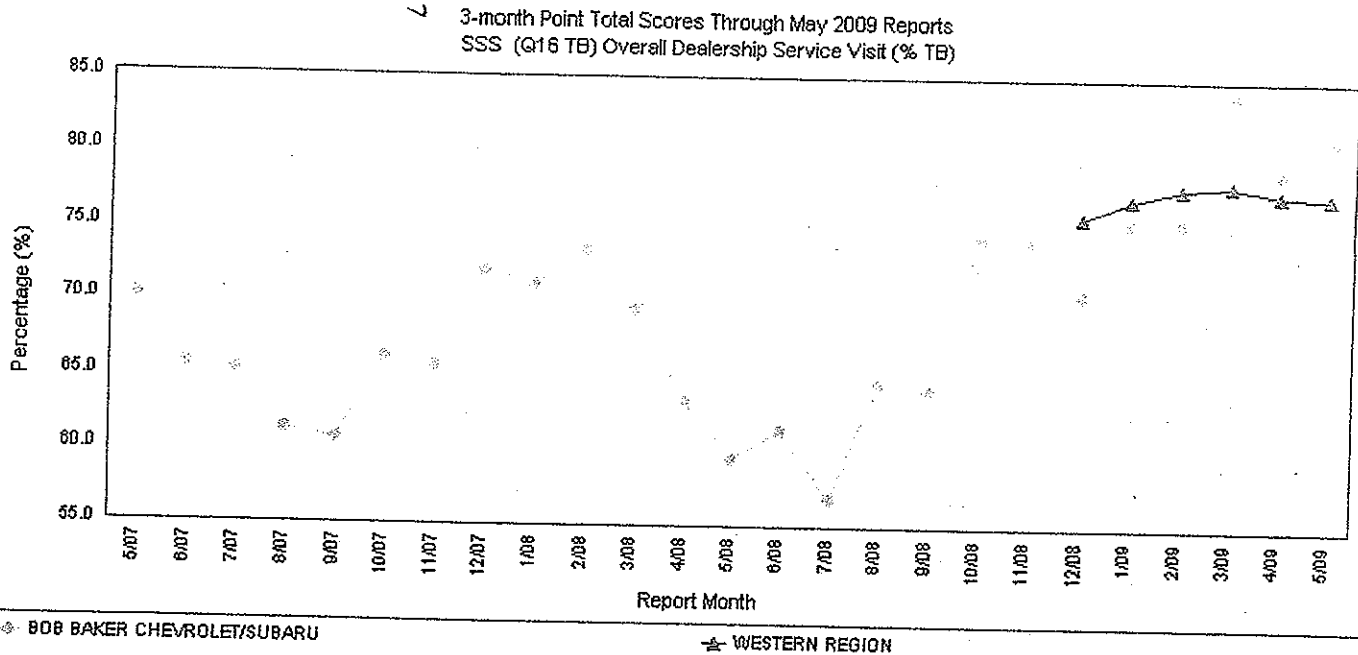
	5/07	6/07	7/07	8/07	9/07	10/07	11/07	12/07	1/08	2/08	3/08	4/08	5/08
BOB BAKER CHEVROLET/SUBARU	62.8	61.0	64.5	66.9	65.4	66.0	65.6	66.3	67.2	66.7	66.9	66.8	64.8
WESTERN REGION	-	-	-	-	-	-	-	-	-	-	-	-	-

	6/08	7/08	8/08	9/08	10/08	11/08	12/08	1/09	2/09	3/09	4/09	5/09
BOB BAKER CHEVROLET/SUBARU	66.3	65.0	65.7	67.9	66.0	67.2	66.7	66.3	67.4	69.5	70.2	72.6
WESTERN REGION	-	-	-	-	-	-	74.7	75.3	75.7	76.2	76.4	76.7

12 MONTH SERVICE



3 MONTH SERVICE AVE



	5/07	6/07	7/07	8/07	9/07	10/07	11/07	12/07	1/08	2/08	3/08	4/08	5/08
BOB BAKER CHEVROLET/SUBARU	70.2	65.6	65.3	61.3	60.7	66.3	65.6	72.1	71.2	73.5	69.6	63.5	59.6
WESTERN REGION	-	-	-	-	-	-	-	-	-	-	-	-	-

	6/08	7/08	8/08	9/08	10/08	11/08	12/08	1/09	2/09	3/09	4/09	5/09
BOB BAKER CHEVROLET/SUBARU	61.5	56.9	64.6	64.3	74.4	74.2	70.7	75.6	75.6	84.2	79.1	81.0
WESTERN REGION	-	-	-	-	-	-	75.9	77.2	77.9	78.2	77.5	77.4

3 MONTHS

LAST 3 ABOVE REGION

PRINT THIS REPORT
DOWNLOAD SELECTED SURVEYS

Valid Returns

After Cut-Offs

Customer Information Updates

Apply a Filter | Legend | Questions 1-11c

- ☐ Check all with comments on this page
☐ Check all on this page
☐ Clear all on this page



Group responses by...
Customer comments
DealerPulse Post Date

Customer Comment Code

Event Date

Survey Mail Date

Receipt Date

DealerPulse Post Date

Convenience of Service Hours

Service Availability

Greeted Promptly

Professional & Customer Treatment

Quarter-to-date averages: SSS Q16 %TB - 84.0
3-month-to-date averages: SSS Q16 %TB - 78.6
May 09 3-month scores: SSS Q16 %TB - 81.0

3.79 87.5 100.0 3.6
3.71 89.7 94.9 3.7
3.64 86.8 95.0 3.7

*Q1N score
84.0
even higher*

ZONE/DEALER SUMMARY

Purchase and Delivery Satisfaction Survey

December 2008 Report

Region 10 - Zone 1113

AREA	DIVISION/ BAC	DEALER NAME	(Q14)		(Q14)		(Q15)		(Q10)		(Q13)		12-MONTH		12-MONTH		
			TOP BOX PERCENT	3 MO.	12 MO	OVERALL DEALER PURCHASE/ DELIVERY	3 MO.	12 MO	RECOMMEND DEALERSHIP PURCHASE	3 MO.	12 MO	OVERALL SALES CONSULTANT	3 MO.	12 MO	CUSTOMERS RESPONDING NO.	PCT.	ZONE IMPACT (in .0000)
1133	XX-114592	COURTESY CHEVROLET CE	79.2	77.8	3.46	3.52	3.50	3.59	3.48	3.61	3.52	3.36	245	45.3	-104		
1133	XX-114596	DEL NORTE CHEVROLET	93.3	78.9	3.80	3.66	3.93	3.79	3.80	3.68	3.67	3.65	71	38.0	-20		
1133	XX-114600	CITY CHEVROLET	69.6	73.9	3.52	3.57	3.61	3.72	3.82	3.70	3.67	3.56	112	39.4	-104		
1133	XX-114603	BOB BAKER CHEVROLET/SL	93.8	86.4	3.88	3.76	3.82	3.83	3.79	3.81	3.72	3.70	172	43.9	117		
1133	XX-114613	RON BAKER CHEVROLET-IS	64.7	59.5	3.35	3.15	3.47	3.34	3.47	3.32	3.41	3.10	74	21.6	-205		
1133	XX-114623	QUALITY CHEVROLET	86.8	79.0	3.81	3.62	3.87	3.74	3.89	3.77	3.62	3.53	225	45.8	-61		
1133	XX-114629	SECURITY CHEVROLET	94.1	87.8	3.76	3.81	3.78	3.90	4.00	3.89	3.93	3.75	91	46.2	78		
1133	XX-114635	BOB STALL CHEVROLET	88.1	85.9	3.85	3.77	3.93	3.84	3.85	3.82	3.74	3.73	267	42.7	165		
1133	XX-114637	WESELOH CHEVROLET CO	90.9	88.8	3.85	3.84	3.88	3.89	3.76	3.84	3.81	3.80	170	43.8	168		
1133	XX-114638	DESERT AUTO PLAZA	68.0	67.4	3.44	3.39	3.68	3.61	3.63	3.50	3.48	3.36	136	24.3	-239		
1133	XX-160970	PEOPLES CHEVROLET	83.3	78.4	3.78	3.61	3.89	3.72	3.71	3.65	3.56	3.51	149	29.6	-52		
1133	XX-161718	FISHER CHEVROLET INC	96.4	81.5	3.96	3.67	3.93	3.79	3.96	3.78	3.85	3.59	178	48.8	9		
1133	XX-211766	JIMMIE JOHNSON KEARNY A.	80.6	83.5	3.61	3.75	3.77	3.83	3.52	3.78	3.52	3.72	201	41.3	62		
1133	XX-217593	POWAY CHEVROLET	78.6	71.4	3.71	3.42	3.53	3.51	3.57	3.49	3.33	3.32	85	32.3	-106		
	XX	1113 CHV LA S/SANDIEG/HI	79.6	81.1	3.66	3.68	3.77	3.79	3.72	3.75	3.59	3.61	7783	40.7			
	XX	1133 CHV SAN DIEGO	84.3	80.0	3.71	3.64	3.77	3.74	3.72	3.72	3.64	3.57	2176	38.7			
	XX	WESTERN REGION	80.3	82.1	3.68	3.71	3.79	3.81	3.74	3.76	3.60	3.64	114532	45.7			
		TOTAL US GM	83.2	84.3	3.74	3.76	3.84	3.85	3.78	3.80	3.67	3.69	960676	51.0			

ZONE/DEALER SUMMARY

Service Satisfaction Survey

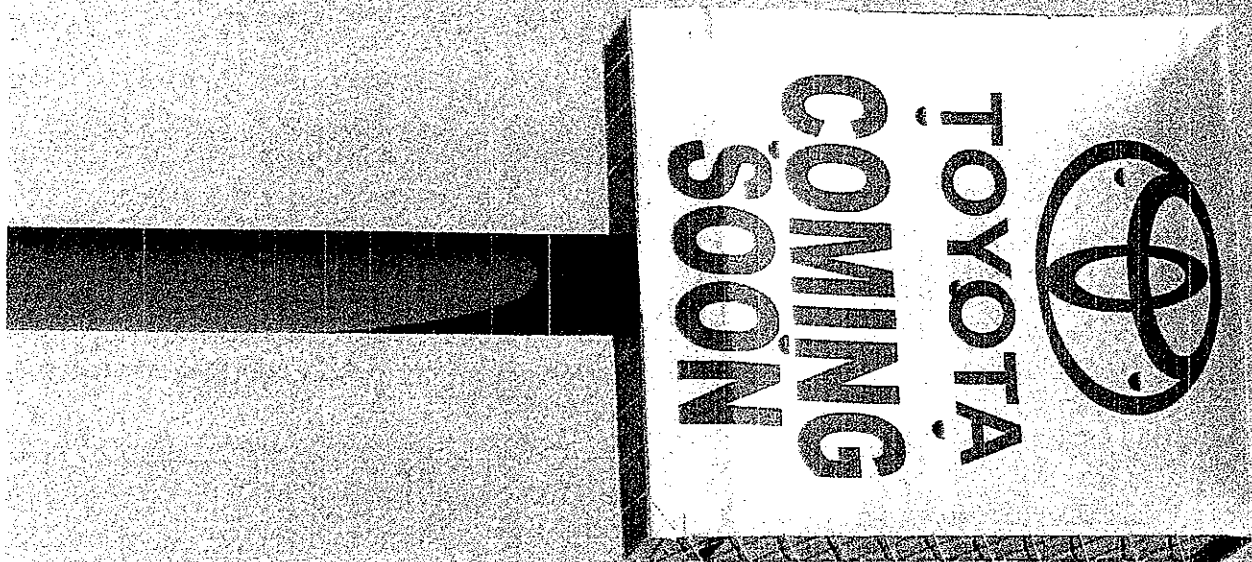
October 2008 Report

Region 10 - Zone 1116

AREA	DIVISION/ BAC	DEALER NAME	(Q16)		(Q16)		(Q17)		(Q10)		(Q13)		(Q12 YES)		12-MONTH	
			TOP BOX		OVERALL		RECOMMEND		OVERALL		FIXED RIGHT		% ALL CONCERNS		CUSTOMERS	
			3 MO.	12 MO	3 MO.	12 MO	3 MO.	12 MO	3 MO.	12 MO	3 MO.	12 MO	3 MO.	12 MO.	NO.	PCT.
1653	XX-114635	BOB STALL CHEVROLET	90.9	77.5	3.73	3.53	3.79	3.66	3.75	3.66	3.73	3.46	92.7	86.3	284	26.0
1653	XX-114600	CITY CHEVROLET	85.7	74.8	3.79	3.53	3.75	3.67	3.86	3.70	3.43	3.31	85.7	82.3	132	22.3
1653	XX-161718	FISHER CHEVROLET INC	85.7	79.3	3.79	3.61	3.80	3.71	3.84	3.71	3.67	3.51	92.1	87.9	334	31.8
1653	XX-114629	SECURITY CHEVROLET	83.3	72.5	3.67	3.61	3.92	3.83	3.75	3.71	3.83	3.66	100.0	89.9	70	18.2
1653	XX-114592	COURTESY CHEVROLET CE	79.7	77.9	3.59	3.61	3.69	3.75	3.77	3.78	3.52	3.59	89.8	89.8	252	31.9
1653	XX	1651 CHV SAN BERN	79.2	78.1	3.58	3.56	3.69	3.68	3.70	3.66	3.50	3.51	87.8	88.2	2956	23.3
1653	XX-114637	WESELOH CHEVROLET CO	78.6	83.7	3.71	3.69	3.86	3.80	3.80	3.78	3.65	3.59	84.2	89.2	256	19.6
1653	XX-114596	DEL NORTE CHEVROLET	77.1	71.4	3.54	3.46	3.60	3.57	3.59	3.47	3.64	3.44	91.4	82.0	113	21.9
1653	XX	1652 CHV ANAHEIM	76.8	75.1	3.54	3.51	3.67	3.67	3.64	3.62	3.45	3.44	84.0	85.2	3670	25.1
1653	XX	1116 CHV LVS DIEGO	76.6	75.3	3.53	3.51	3.66	3.65	3.64	3.62	3.47	3.45	86.4	86.4	9621	23.9
1653	XX-114623	TOTAL US GM	76.3	75.8	3.57	3.56	3.70	3.69	3.64	3.62	3.51	3.50	88.2	87.6	1033407	30.3
1653	XX-114603	QUALITY CHEVROLET	75.3	73.4	3.58	3.49	3.72	3.65	3.63	3.63	3.52	3.37	90.0	83.2	295	22.9
1653	XX-114603	WESTERN REGION	75.3	74.2	3.54	3.51	3.67	3.65	3.63	3.60	3.49	3.45	87.1	86.0	152602	26.5
1653	XX	BOB BAKER CHEVROLET/SL	74.4	66.0	3.46	3.33	3.66	3.52	3.64	3.44	3.62	3.33	89.5	83.4	219	21.2
1653	XX-211766	1653 CHV SAN DIEGO	73.5	72.6	3.47	3.46	3.62	3.61	3.58	3.58	3.47	3.42	87.7	86.0	2995	26.7
1653	XX-160970	JIMMIE JOHNSON KEARNY A	71.6	78.8	3.47	3.62	3.66	3.74	3.58	3.69	3.38	3.62	90.3	89.1	319	21.3
1653	XX-116780	PEOPLES CHEVROLET	64.8	70.6	3.33	3.42	3.45	3.58	3.44	3.50	3.38	3.36	89.2	89.1	248	21.3
1653	XX-217593	KARL MOEDL PONTIAC-BUIC	60.0	64.0	3.40	3.33	3.50	3.54	3.40	3.39	3.65	3.33	80.0	85.1	125	30.9
1653	XX-114613	POWAY CHEVROLET	56.3	54.7	2.94	3.02	3.44	3.26	3.00	3.15	2.94	3.01	73.3	79.8	86	16.5
1653	XX-114613	RON BAKER CHEVROLET-1S	51.9	56.0	2.93	2.99	3.35	3.24	3.11	3.05	3.07	3.13	81.5	83.8	118	16.4
1653	XX-114638	DESERT AUTO PLAZA	31.7	46.5	2.17	2.77	2.61	3.06	2.60	3.04	2.23	2.92	60.5	77.8	144	15.9

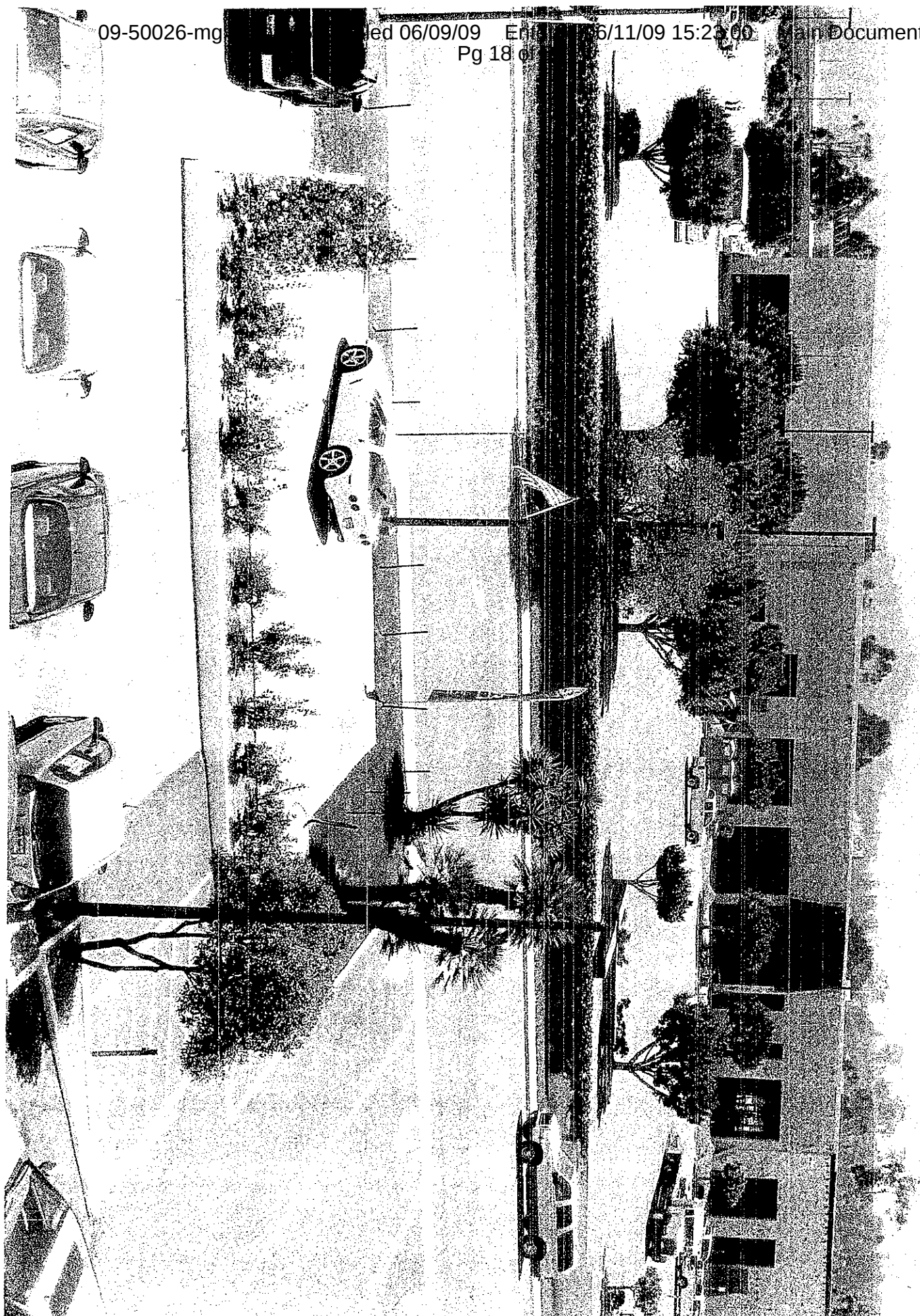
Exhibit 6

(a) – (d)



(a)

Future Site of Toyota of El Cajon
across the street from Bob Baker Chevrolet

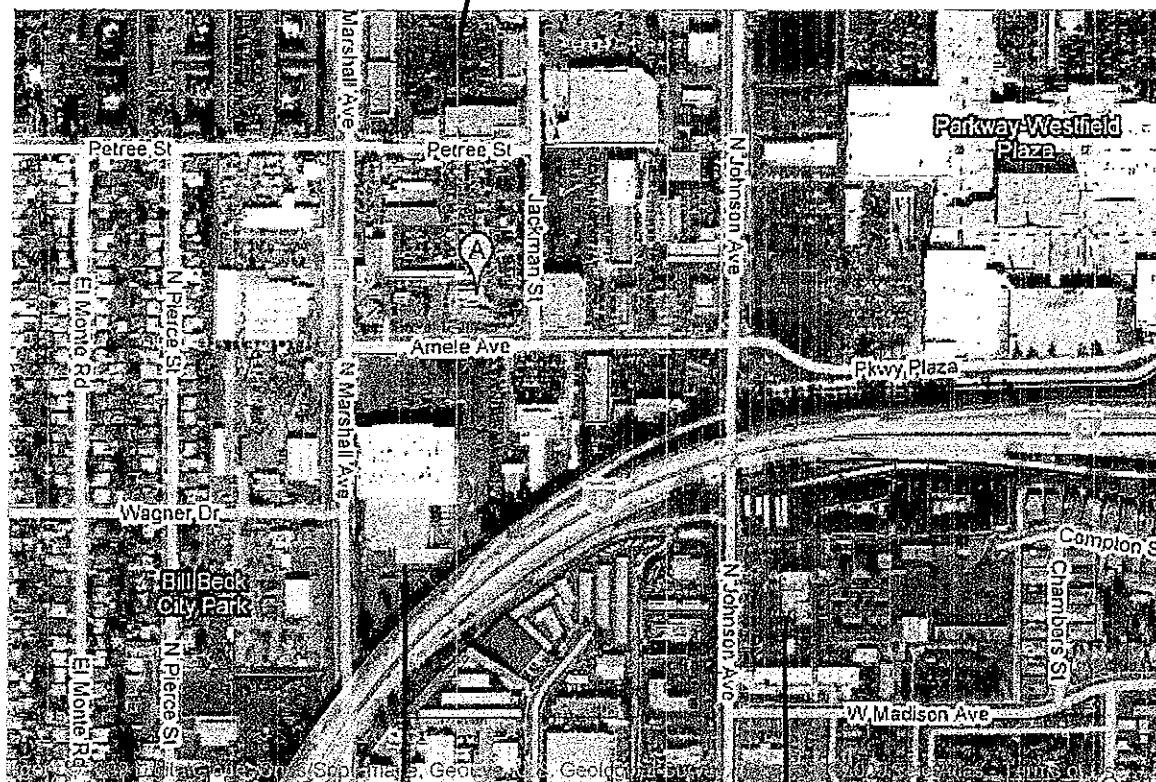


(b)

Google
Maps

Address

Bob Baker Chevrolet



FUTURE
R/D

SITUATION CLOSED
NOW KIA

Google
Maps

Address

LEYU3

CHEROKEE of 53

NEWTON

HONDA



NISSAN

OLD
TOYOTA

Exhibit 8(a)

GENERAL MOTORS CORPORATION
Dealer Sales And Service Agreement(s)

Effective November 1, 2005, General Motors Corporation, a Delaware Corporation, separately on behalf of its Division(s) identified in the specific Motor Vehicle Addendum(s) for ☒ Chevrolet Passenger Vehicles and Light Duty Trucks, ☐ Chevrolet Medium Duty Trucks, ☐ Pontiac Motor Vehicles, ☐ GMC Light Duty Trucks, ☐ GMC Medium Duty Trucks, ☐ Buick Motor Vehicles, ☐ Cadillac Motor Vehicles, and ☐ HUMMER Motor Vehicles, ("General Motors") and ALL AMERICAN CHEVROLET, INC., ☐ a proprietorship, ☐ a partnership, or ☒ a CALIFORNIA corporation, ☐ a limited liability company, or ☐ other business entity, doing business as BOB BAKER CHEVROLET/SUBARU and located at 900 ARNELE AVE. EL CAJON, CALIFORNIA, 92020, ("Dealer"), hereby enter into separate Agreement(s) for each Motor Vehicle Line-Make(s) included in the Motor Vehicle Addendum(s) incorporated into this Agreement, and only for the Line-Make(s) included in the Motor Vehicle Addendum(s). The Agreement for each Line-Make is independent and separately enforceable by each party, and the use of this common form is intended solely to simplify execution of the Agreement(s). The parties agree as follows:

FIRST: TERM OF AGREEMENT(S)

This Agreement(s) shall expire on October 31, 2010 unless earlier terminated. Dealer is assured of an opportunity to enter into a new Agreement(s) at the expiration date if General Motors determines that Dealer has fulfilled its obligations under this Agreement(s).

SECOND: STANDARD PROVISIONS AND RELATED ADDENDA

The Standard Provisions and all of the related Addenda are hereby incorporated as part of this Agreement. The Dealer acknowledges that these documents have been brought to its attention, and Dealer accepts their form, content and amendments thereto, in the prescribed manner, from time to time.

THIRD: DEALER OPERATOR AND DEALER OWNER

Dealer agrees that the following Dealer Operator will provide personal services in accordance with Article 2 of the Standard Provisions:

ROBERT H. BAKER

The following Dealer Owner(s) agree that they will comply in all respects with Article 3 of the Standard Provisions:

N/A

FOURTH: EXECUTION OF AGREEMENT(S) AND RELATED DOCUMENT(S)

This Agreement(s) and related agreement(s) are valid only if signed:

- (a) on behalf of Dealer by its duly authorized representative, and in the case of this Agreement(s), by its Dealer Operator; and
- (b) this Agreement(s) as set forth below on behalf of General Motors by the Regional General Manager and his authorized representative. All related agreements will be signed by the Regional General Manager or his authorized representative.

FIFTH: ADDITIONAL AGREEMENTS AND UNDERSTANDINGS

The following agreement(s) are hereby incorporated by reference into this Agreement(s): Letter dated 08/22/01, with Exhibit "A" and Letter dated 10/03/01, attached hereto.

ALL AMERICAN CHEVROLET, INC.
dba BOB BAKER CHEVROLET/SUBARU

Dealer Firm Name

By: Robert H. Baker

Dealer Operator and Date

10/10/05

GENERAL MOTORS CORPORATION

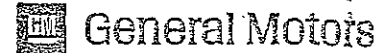
By: [Signature]

Regional General Manager

By: _____

Authorized Representative and Date

CERTIFIED MAIL 7000 0520 0021 5192 2413
RETURN RECEIPT REQUESTED



August 22, 2001

All American Chevrolet, Inc.
dba Bob Baker Chevrolet
900 Arnele Avenue
San Diego, California 92020

Attention: Mr. Robert H. Baker, President

Dear Mr. Baker:

General Motors Corporation ("GM") confirms our agreement concerning your dealership's proposal to effect certain changes to the approved dealership premises for All American Chevrolet, Inc., dba Bob Baker Chevrolet ("Bob Baker" or "Dealer") as defined in the Location and Premises Addendum to your dealership's General Motors Dealer Sales and Service Agreement for Chevrolet ("Dealer Agreement"). This letter agreement supplements and is an integral part of (1) the Settlement Agreement the parties have entered into in New Motor Vehicle Board Protests Nos. PR-1719-00 and PR-1729-00 and (2) the 2000 General Motors Corporation Dealer Sales and Service Agreement to be executed by the parties pursuant to the terms of the Settlement Agreement.

On November 22, 1999, pursuant to Article 4.4.2 of the Dealer Agreement, Dealer requested paperwork necessary to update the current (1995) Dealer Sales and Service Agreement. On January 24, 2000, GM notified your dealership that it was GM's position that the addition of Subaru to the dealership premises without the prior written approval of GM constituted a material breach of the Dealer Agreement and, if not cured, constituted grounds for termination of the Dealer Agreement. In reliance on your dealership's commitments set forth in this Letter Agreement, and subject to your dealership's fulfillment of the terms and conditions set forth below, GM has agreed not to proceed with termination.

Accordingly, Bob Baker and GM agree to the following terms and conditions:

1. GM has approved and will execute an amended Location and Premises Addendum to the Dealer Agreement regarding Dealer's use of the property located at 900 Arnele Avenue, San Diego for GM Dealership Operations. The amended Location and Premises Addendum is attached hereto as Exhibit A and incorporated by this reference. Consistent with Exhibit A, Dealer agrees to maintain complete separation of all non-GM new vehicle sales operations from GM new vehicle sales operations within the existing dealership showroom building, including the portable wall between the GM and non-GM premises, the maintenance of separate entrances for the GM and non-GM premises, separate display and separate closing offices. Thereafter, Dealer agrees that non-GM new vehicles will not be displayed or stored on the GM premises or together with Dealer's new GM vehicles. The parties further agree that Subaru service may be performed in the same building as Chevrolet service, but only in an arrangement approved by GM in which there are separate service drive lanes, mechanical stalls and employees dedicated exclusively to either GM or non-GM service operations, but not both.

2. Dealer agrees to maintain its existing GM signage and to provide separate freestanding and fascia signage for its non-GM sales operations.
3. It is understood by all parties that any costs and expenses incurred to accomplish the realignment of the non-GM dealership operations will be at the sole expense of Dealer.
4. Dealer represents that it has complied with all statutes and regulations relevant to the realignment of non-GM lines from the dealership premises for Bob Baker, including but not limited to, licensing provisions. GM is not responsible for any expense Dealer has incurred or may incur due to compliance with, or delay caused by, any such statutes or regulations.

GM is entering into this Letter Agreement with Dealer at this time in reliance upon Dealer's commitments and representations set forth in this Letter Agreement. Dealer agrees and represents that exclusive GM sales and service facilities as set forth above are reasonable and justified based upon the market opportunity and economic and business considerations. It is further acknowledged and agreed that the terms and conditions of this Letter Agreement are hereby incorporated by this reference into the 2000 Dealer Agreement and shall be enforceable pursuant thereto as if set forth fully therein. This Letter Agreement is hereby incorporated into the Dealer Agreement and shall expire contemporaneously therewith.

Please indicate your dealership's agreement and acceptance of the foregoing by signing this Letter Agreement and the attached duplicate copy. Please return one signed copy to the attention of Ms. Nancy L. Caretti at:

General Motors Corporation
100 Renaissance Center
P.O. Box 100
Detroit, Michigan 48235-1000
Mail Code: 482-A07-C66

Very truly yours,

GENERAL MOTORS CORPORATION

By: Doug Fields Inc
Doug Fields
Market Area Manager

Acknowledged and agreed to this
28th day of Sept., 2001.

All American Chevrolet, Inc.

By: Robert H. Baker
Mr. Robert H. Baker, President

cc: Michael Sieving, Esq.
Nancy L. Caretti, Dealer Contractual Group

GENERAL MOTORS CORPORATION
Dealer Sales and Service Agreement

The undersigned Dealer and the undersigned division of General Motors Corporation, acting for itself and the other Division(s), if any, identified on Page 3, hereby agree that as of the effective date shown below:

1. Part I on Page 2 hereof, entitled "Description of Premises", identifies the Location and describes the Premises at which Dealer is authorized to conduct Dealership Operations under the Dealer Agreement(s). Dealer also represents that Part I accurately reflects the terms under which it occupies the premises and the manner in which each is used for GM Dealership Operations.
2. Part II beginning on Page 3 hereof, entitled "Premises Space Analysis", sets forth the actual space Dealer represents it uses in GM Dealership operations, and the actual space at the same locations used by Dealer for a purpose other than GM Dealership Operations.

All changes in the Location and Premises that may be agreed upon by Dealer and General Motors pursuant to provisions of Article 4.4 of the Dealer Agreement(s) requirement shall be reflected in a new Location and Premises Addendum executed by Dealer and General Motors.

Dealer Firm Name: ALL AMERICAN CHEVROLET, INC., DBA BOB BAKER CHEVROLET/SUBARU
Location: EL CAJON, CALIFORNIA

By [Signature] President
Signature Title

GENERAL MOTORS CORPORATION

By _____
Signature Title
September 28, 2001

By _____

Date

Date

Identify any special letters in effect of special or unusual circumstances relating to Dealership Premises:
Letter Agreement between All American Chevrolet, Inc. and General Motors
Corporation dated August 22, 2001.

DESCRIPTION OF PREMISES

ALL AMERICAN CHEVROLET, INC.

Dealer Firm Name: DBA BOB BAKER CHEVROLET/ Location: EL CAJON, CALIFORNIA
 Facts Dealer Number: SUBARU Date of this GMMS: September 28, 2001
 Date Main Facility Constructed: FEBRUARY 1973 Date Main Facility Remodeled or Added to:

LOCATION, USE AND OWNERSHIP OF PREMISES

Identify by street address each separate dealership location and describe how each is used for GM operations. Specify: NEW VEHICLE SALES, USED VEHICLE SALES, SERVICE, PARTS OFFICE, NEW VEHICLE STORAGE, BODY SHOP, etc. Also indicate distance of each separate location from main location.	Dealer Asset	Leased	IF LEASED, INDICATE: Name of Lessor: Beginning and Expiration Date of Lease Annual Rental: Renewal Option: Term and Annual Rent
MAIN 900 ARNELE AVENUE EL CAJON, CALIFORNIA NEW DISP, USED DISP, MECHANICAL, BODY SERV RECP, PARK-CUST, NEW STORAG, EMP PK/MSG, GEN OFFICE, PARTS		X	MR. G. L. CORY 06-01-1988 THRU 06-30-2021 CURRENT ANNUAL \$428,952
2			
3			
4			
5			
6			

TOTAL DEALERSHIP IN SQUARE FEET

	GM Use	Other Use	Total Area
Total Building	45,546	4,650	50,196
Total Lot	217,266	16,500	233,766
Grand Total	262,812	21,150	283,962

PART II

PREMISES SPACE ANALYSIS

Dealer Firm Name: ALL AMERICAN CHEVROLET, INC., DBA BOB BAKER CHEVROLET/SUBARU
 Location: EL CAJON, CALIFORNIA
 Date of this GMMS: SEPTEMBER 28, 2001

	Actual Space in Number of Stalls				TOTAL
DEPARTMENTAL ALLOCATION	Building		Lot		
	GM Use	Other Use	GM Use	Other Use	
(1) New Vehicle Display	4		69		73
(1) Used Vehicle Display			92		92
(1) Productive Service - Mechanical	38				38
(1) Productive Service - Body	27				27
(1) Service - Reception	6				6
(1) Parking - Customer			138		138
(1) New Vehicle Storage			287		287
(1) Employee Parking and Miscellaneous			50		50
(1) Total of Lines (1) through (8)	75		636		711
	Actual Space in Square Feet				TOTAL
	GM Use	Other Use			
(10) General Office	7,698				7,698
(10) Parts	8,720				8,720
(10) Total of Lines (10) and (11)	16,418				16,418

VEHICLE LINES HANDLED

General Motors Division(s)	Non-GM Lines Handled
CHEVROLET	

O'MELVENY & MYERS LLP

CENTURY CITY
IRVINE
NEWPORT BEACH
NEW YORK
SAN FRANCISCO
TYSONS CORNER

400 South Hope Street
Los Angeles, California 90071-2899
TELEPHONE (213) 430-6000
FACSIMILE (213) 430-6407
INTERNET: www.omm.com

WASHINGTON, D.C.
HONG KONG
LONDON
SHANGHAI
TOKYO

October 3, 2001

OUR FILE NUMBER
302,145-286

WRITER'S DIRECT DIAL
213-430-6645

Mr. Robert H. Baker, President
All American Chevrolet, Inc.
dba Bob Baker Chevrolet
900 Arnele Avenue
San Diego, California 92020

WRITER'S E-MAIL ADDRESS
goxford@omm.com

Re: All American Chevrolet, Inc. dba Bob Baker Chevrolet --
Protest Numbers PR-1719-00 and PR-1729-00

Dear Mr. Baker:

This letter is intended to provide clarification as to the parties' intention concerning the provisions of the Letter Agreement executed in resolution of the above-referenced protests filed with the California New Motor Vehicle Board. In particular, you were concerned with the following language contained in paragraph number 1 of the Letter Agreement:

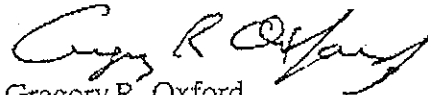
Thereafter, Dealer agrees that non-GM new vehicles will not be displayed or stored on the GM premises or together with Dealer's new GM vehicles. The parties further agree that Subaru service may be performed in the same building as Chevrolet service, but only in an arrangement approved by GM in which there are separate service drive lanes, mechanical stalls and employees dedicated exclusively to either GM or non-GM service operations, but not both.

General Motors and your dealership have agreed that the intention behind this language is to prohibit you from displaying any non-GM vehicles in the area designated for Chevrolet display. However, if exigent circumstances arise, which require you to park Subaru vehicles in the designated Chevrolet area only for a temporary, short period of time, GM will not consider such infrequent display a breach of the Dealer Agreement. In addition, there may be situations in which service technicians and/or stalls designated for the Chevrolet operation may be used for Subaru or other line-makes of vehicles. Examples of these situations include items

Mr. Robert H. Baker, President, October 3, 2001 - Page 2

such as alignments, smog checks, and lubes. Should these situations occur, General Motors would not deem it to be a material breach of the Letter Agreement.

Sincerely,

A handwritten signature in dark ink, appearing to read "Gregory R. Oxford". The signature is fluid and cursive, with the first name "Gregory" being more prominent.

Gregory R. Oxford
for O'MELVENY & MYERS LLP

GRO:hmb

cc: Michael M. Sieving, Esq.
Samina R. Schey, Esq.

LA2:586133.1

Exhibit 8(b)

THIRD AMENDMENT TO REVISED AND RESTATED LEASE

(Dated, for reference purposes only, June 23, 2003)

PARTIES:

CORY PROPERTIES EL CAJON, LLC "Landlord", and ALL AMERICAN CHEVROLET, a California corporation, "Tenant."

RECITALS:

The parties hereto, or their predecessors, entered into a Revised and Restated Lease dated June 2, 1988 (the "Lease") covering certain property (the "Premises") bearing the street address 900 Arnele Avenue, El Cajon, California. (This same property now bears two street addresses: 900 Arnele Avenue and 1000 Arnele Avenue.) The legal description and plat of the Premises are attached hereto as Exhibit A and Exhibit B, respectively. The Lease has been amended and/or supplemented twice: (1) December 29, 1988 Amendment and Supplement to Revised and Restated Lease which, among other things, extended the expiration date from January 31, 2014 to June 30, 2021 (the "Extended Term") and granted the Landlord the option, by terms set forth therein, to terminate the Extended Term; and (2) October 1, 1991 Second Amendment to Revised and Restated Lease, which gave the Tenant the right to encumber the leasehold estate. The Lease, supplemented and amended, has been guaranteed by Baker Enterprises, Inc., a California corporation and Robert H. Baker, individually.



Tenant proposes to build additional improvements on the Lexus site at 1000 Arnele Avenue at a cost of approximately \$2,000,000 and desires to extend the Lease to 2036 from 2021 and Landlord is willing to agree to such request.

AGREEMENT:

ARTICLE 1

1) Article 3 of Amendment and Supplement to Revised and Restated Lease dated December 29, 1988 which gives Landlord the option to terminate the Lease on terms set forth therein, is revoked.

2) The Second Amendment to Revised and Restated Lease dated October 1, 1991 relating to encumbrance of the leasehold is revoked in its entirety.

ARTICLE 2

The Lease expiration date is changed from June 30, 2021 to June 30, 2036 ("Second Extended Term").

ARTICLE 3

1) Rent during each Lease year of the Second Extended Term (2/1/2021 - 6/30/2036) shall be computed as follows: ("Lease Year", as used herein is defined as the period February 1 of each calendar year of the Lease to January 31 of the following calendar year (except that the period February 1, 2035 through June 30, 2036 shall be considered to be one Lease Year for rent adjustment purposes).

2) The monthly rent for the first Lease Year of the Second Extended Term (2/1/21 - 1/31/22) shall be an amount equal to the rent for the period February 1, 2020 through January 31,



2021 (as set forth in Amendment and Supplement to Revised and Restated Lease dated 12/29/1988), adjusted upward to reflect the cost of living increase during calendar year 2020.

3) Rent for each subsequent Lease Year of the Second Extended Term shall be adjusted upward annually to reflect the cost of living increase in the calendar year next preceding such Lease Year. Example: Assume that monthly rent for Lease Year February 1, 2020 to January 31, 2021 is \$68,000.00, and assume further that the cost of living increase for calendar year 2020 is 2%; under those assumptions, rent for Lease Year February 1, 2021 to January 31, 2022 would be \$69,360.00 and monthly rent for each Lease Year of the remaining Second Extended Term (to 2036) would be calculated in a like manner to reflect each prior calendar year's cost of living increase.

The cost of living increases referred to above shall be measured by changes in the Consumer Price Index for Urban Wage Earners and Clerical Workers Los Angeles-Anaheim-Riverside. In the event such index is no longer published, a comparable published index shall be used.

ARTICLE 4

Before start of planned construction on the Premises, Tenant agrees to deliver to Landlord for Landlord's review and approval, plans and specifications for Tenant's planned improvements.



ARTICLE 5

In all respects other than those set for the in Articles 1-4 herein, the terms and conditions of the Lease and all Amendments and Supplements thereto remain unchanged.

Landlord:

Tenant:

All-American Chevrolet, Inc.

Ann L. Cory
for Cory Properties El Cajon, LLC

By: *Robert H. Baker*
President

June 22, 2003

By: _____

June 23, 2003

CONSENT OF GUARANTORS

The undersigned, guarantors of "Lease" including all Amendments and Supplements thereto, hereby also acknowledge and consent to the Third Amendment to Revised and Restated Lease.

Dated: 6/23, 2003

Robert H. Baker
Robert H. Baker, Individually

Dated: 6/23, 2003

Robert H. Baker
Bob Baker Enterprises, a California corporation

Ann



DESCRIPTION

PARCEL 1:

That portion of Block 29 of FLETCHER HILLS UNIT NO. 2, in the City of El Cajon, County of San Diego, State of California, according to Map thereof No. 2122, filed in the Office of the County Recorder of San Diego County, July 31, 1928, described as follows:

COMMENCING at the point of intersection of the Westerly line of said Block 29 with the Easterly prolongation of a line which is parallel with and 7.50 feet Northerly, measured at right angles from the Northerly line of Lot 190 of SUNNYSLOPE HEIGHTS UNIT NO. 5, according to Map thereof No. 2843, filed in the Office of the County Recorder of San Diego County; thence along said Easterly prolongation North $89^{\circ} 55' 10''$ East, 8.00 feet to the TRUE POINT OF BEGINNING; thence continuing North $89^{\circ} 55' 10''$ East, 308.01 feet; thence South $00^{\circ} 05' 40''$ West, 626.09 feet; thence South $89^{\circ} 59' 20''$ West, 283.05 feet to the beginning of a tangent 25.00 foot radius curve concave Northeasterly; thence Northwesterly and Northerly along said curve through a central angle of $89^{\circ} 55' 00''$ a distance of 39.23 feet; thence tangent to said curve North $00^{\circ} 05' 40''$ West, 600.75 feet to the TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM the interest in and to that portion thereof as conveyed to the City of El Cajon, for public street purposes by Instrument recorded February 2, 1973 as File No. 73-030245, and December 7, 1977 as File No. 77-504854, and May 17, 1984 as File No. 84-183714.

PARCEL 2:

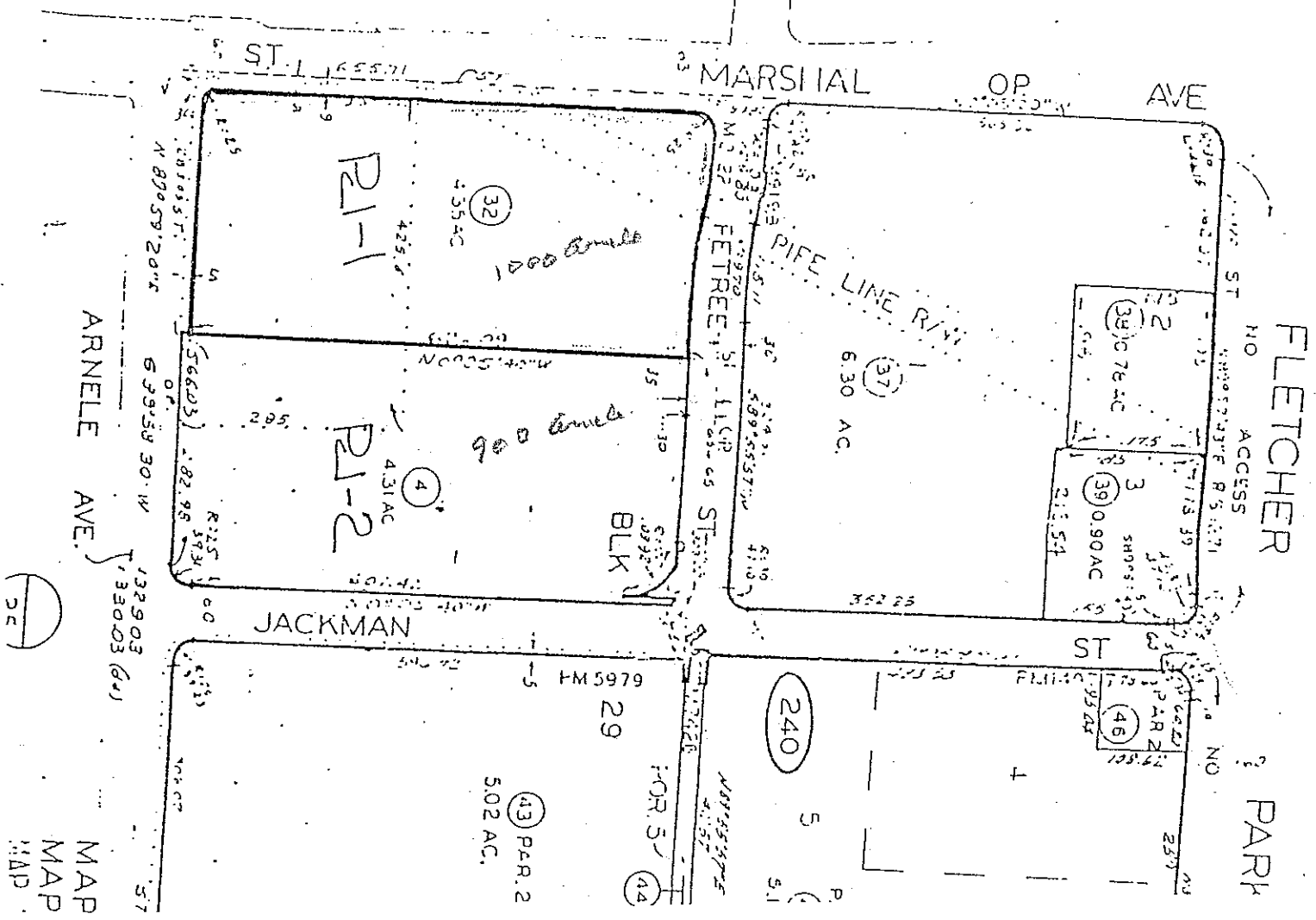
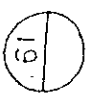
That portion of Block 29 of FLETCHER HILLS UNIT NO. 2, in the City of El Cajon, County of San Diego, State of California, according to Map thereof No. 2122, filed in the Office of the County Recorder of San Diego County, July 31, 1928, described as follows:

BEGINNING at the point of intersection of the Westerly line of said Block 29 with the Easterly prolongation of a line which is parallel with and 7.50 feet Northerly measured at right angles from the Northerly line of Lot 190 of SUNNYSLOPE HEIGHTS UNIT NO. 5, according to Map thereof No. 2843, filed in the Office of the County Recorder of San Diego County; thence along said Easterly prolongation North $89^{\circ} 55' 10''$ East, 316.01 feet to the TRUE POINT OF BEGINNING; thence continuing North $89^{\circ} 55' 10''$ East, 308.02 feet; thence South $00^{\circ} 05' 40''$ East, parallel with said Westerly line, 601.42 feet to a tangent 25.00 foot radius curve, concave Northwesterly; thence Southwesterly and Westerly along said curve 39.31 feet through an angle of $90^{\circ} 05' 00''$ to a point of tangency in the North line of the South 30.00 feet to said Block 29; thence South $89^{\circ} 59' 20''$ West parallel with the South line of said Block, 282.98 feet to a line which bears South $00^{\circ} 05' 40''$ East parallel with the Westerly line of said Block from the TRUE POINT OF BEGINNING; thence along said parallel line, North $00^{\circ} 05' 40''$ West, 626.09 feet to the TRUE POINT OF BEGINNING.

EXCEPTING THEREFROM the interest in and to that portion thereof as conveyed to the City of El Cajon, for public street purposes by Instrument recorded February 2, 1973 as File No. 73-030245, and December 7, 1977 as File No. 77-504855, and May 17, 1984 as File No. 84-183713.

EXHIBIT A





PROFESSIONAL PROFILE
OF
ROBERT HALEM BAKER
2009

BUSINESS ADDRESS

BOB BAKER ENTERPRISES, INC.
591 CAMINO DE LA REINA, #1100
SAN DIEGO, CALIFORNIA 92108
(619)297-1001

RESIDENCE ADDRESS

POST OFFICE BOX 2129
RANCHO SANTA FE,
CALIFORNIA 92067

ROBERT HALEM BAKER

PERSONAL DATA

Birth Date:

Native: State of California

Marital Status: Widowed, wife's name Sherrill

Health: Excellent

Father of five children:

Michael Vincent Baker. Age 55.

Graduate of San Diego State University. Psychology B.A.,
business management B.S. Graduate of N.A.D.A. Dealer
Academy. Vice president of Operations of Bob Baker
Enterprises, Inc.

Elizabeth Diane Baker Treloar. Age 50.

Graduate of San Diego State University. Geology B.S.
Teaches at the University of San Diego and San Diego
State University, and is also a well-known half-marathon
runner.

Theresa Baker Hertel. Age 49.

Graduate of Cal Poly, San Luis Obispo. Corporate physical
fitness B.S.

Mary Baker Ross. Age 48.

Employed as a salesperson at Bob Baker Jeep.

Christopher Robert Baker. Age 45.

Graduate of University of San Diego and N.A.D.A. Dealer
Academy. Currently employed as general manager of Bob
Baker Jeep-Mitsubishi-Subaru.

EDUCATION

Grade School: Los Angeles, California.

High School: Los Angeles, California.

College: Woodbury Business College.
Los Angeles, California.

ROBERT HALEM BAKER

Armed Forces: United States Army, paratrooper.
Korean Conflict.
Awarded the Bronze Star for Valor.

ADDITIONAL EDUCATION

Schools and training seminars sponsored by Chevrolet
Motor Division, General Motors Corporation.
Business management seminars.

Communications and management seminars.

Public speaking.

BUSINESS EXPERIENCE

1953	Began automotive career as a salesman.
1954-1965	Employed by R. Mitchell McClure (Fleetline Management Services), owner of several dealerships and related corporations. Advanced to general manager and troubleshooter of various dealerships as listed:
1955-1959	Parkwood Chevrolet, Lakewood, California. Salesman and sales manager.
1960	Courtesy Chevrolet, Los Angeles, California. Sales manager.
1961-1964	Helped establish Courtesy Chevrolet dealership in San Diego. Served as general manager guiding the dealership to the finest service, highest volume and profit in the Los Angeles Zone.
1964-1965	Lone Star Chevrolet-Cadillac, El Paso, Texas. Helped negotiate assets of this Corporation into two separate dealerships; Courtesy Chevrolet and Courtesy Cadillac. Trained all personnel, including replacement. Highest volume and profit dealer in the El Paso Zone.
1965	Resigned from the R. Mitchell McClure organization to purchase own dealership.

ROBERT HALEM BAKER

1966 Purchased Chevrolet dealership in Indianapolis, Indiana, and renamed Bob Baker Chevrolet, Inc. Planning potential 2,350. Served as president and dealer operator.

1966-1977 During the first year of operation of Bob Baker Chevrolet, 2,984 units were sold. A partner with Motors Holding Division of General Motors Corporation, which was bought out within 3 1/2 years.

In 1969 Bob Baker Chevrolet moved into a new facility with an excess of 72,000 square feet under the roof on 12.5 acres of land. Large portion of the facility designed to excel in all phases of customer service.

Bob Baker Chevrolet increased business to become one of the most profitable and finest service facility dealerships in the United States.

Received several awards for outstanding achievements in all departments.

Established additional operating profit centers within the Indianapolis dealership and expanded the facilities.

1971 Acquired Chevrolet-Oldsmobile dealership in Elwood, Indiana. Operated successfully and served as chairman of the board and financial partner until 1977. Sold to existing dealer pursuant to the buy-out agreement in the agreed time of December 31, 1977.

1973 Acquired Chevrolet dealership in Napa, California. Served as chairman of the board and financial partner. Very successful operation.

1974 Bob Baker Chevrolet, Indianapolis earned the Service Supremacy Dealer Award, the third dealer out of 6,000 in the United States to receive this most prestigious award for outstanding service to customers.

Acquired Chevrolet dealership in Los Gatos, California. Served as chairman of the board and financial partner. Very successful operation.

ROBERT HALEM BAKER

- 1977 Bob Baker Chevrolet, Indianapolis, acquired GMC Motorhome franchise, division of General Motors Corporation. The facilities were expanded to meet the needs of the increased business.
- 1977 Sold remaining stock in Elwood Chevrolet dealership to partner.
Bought home in Rancho Santa Fe, California.
- 1978 Purchased British Leyland franchise in Anaheim, California, which was the number-one Leyland franchise in the western United States.
- 1979 Purchased University Ford in San Diego, California. The number-one Ford franchise in San Diego County.
- Sold Chevrolet dealership in Indianapolis, Indiana to partner. Retained the real estate and fixed assets. Returned to California.
- Sold British Leyland dealership in Anaheim, California. Lost interest when M.G., Triumph and other model lines were dropped by the manufacturer.
- 1980 Purchased Martin Chrysler-Plymouth and renamed University Chrysler-Plymouth, Inc. The number one Chrysler-Plymouth store in San Diego County.
Sold remaining stock in the Los Gatos, California, Chevrolet dealership to partner.
- 1981 Purchased Don Sharp Volkswagen in Carlsbad, California, and renamed Bob Baker Volkswagen.
- 1982 Purchased majority stock in Sam DeSantis Chevrolet, San Clemente, California.
- Added Chrysler-Plymouth franchise into existing Bob Baker Volkswagen facility, Carlsbad, California.
- 1983 Sold stock in Sam DeSantis Chevrolet, San Clemente, California.

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Sold real estate and fixed assets of Chevrolet facility in Indianapolis, Indiana, to partner.

Merged University Chrysler-Plymouth into the existing University Ford facility.

1984 Formed REKAB ENTERPRISES, INC. (now known as BOB BAKER ENTERPRISES, INC.), "parent" holding company.

Purchased Bill Loeper Ford, Santa Maria, California and renamed Santa Maria Ford.

1985 Acquired AMC-Jeep/Renault franchise in Santa Maria, California, and renamed Santa Maria Jeep-Eagle.

Purchased Lamb Chevrolet and Lamb Isuzu in National City, California and renamed Bob Baker Chevrolet and Bob Baker Isuzu.

1986 Formed Miramar Road Auto Center Properties (MRACP), a California limited partnership, which purchased a 14-acre parcel of undeveloped land near San Diego's "Golden Triangle."

1987 Formed Santa Maria Auto Center Properties (SMACP), a California limited partnership, which purchased a 10-acre parcel of undeveloped land in Santa Maria, California.

1988 Awarded Acura franchise in National City, California. Facility completed and opened in January 1988.

Purchased the primary assets of Dick Grihalva Chevrolet in El Cajon, California, and formed All American Chevrolet, Inc.

1989 Awarded Lexus franchise in El Cajon, California. Lexus of El Cajon facility completed and opened in December.

Sold stock in Santa Maria Ford/Jeep-Eagle in Santa Maria, California.

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SMACP sold the 10-acre parcel of land in Santa Maria, California.

SMACP reinvested a portion of the sale proceeds in a 2-acre parcel of undeveloped land adjacent to University Ford/Chrysler-Plymouth, San Diego, California.

- 1989 Purchased El Cajon Nissan in El Cajon, California and renamed Bob Baker Nissan of El Cajon.
- 1990 Purchased majority stock of Del Norte Chevrolet-Olds-Toyota in Brawley, California.
- Added Saab franchise to Bob Baker Nissan location.
- 1991 Sale of 2-acre parcel of undeveloped land adjacent to University Ford Chrysler-Plymouth, San Diego, California.
- Miramar Road Auto Center Properties (MRACP) purchased 19.1 acres of vernal pool property, which it transferred to the city of San Diego as a permanent vernal pool preserve.
- 1992 Established Betterway Auto Buying Service.
Purchased five franchises in Car Country Carlsbad. The dealerships are named Bob Baker Cadillac/Subaru, Bob Baker Infiniti, and Bob Baker Jeep-Eagle/Hyundai.
Awarded Toyota franchise in Imperial Valley, California.
- 1993 Toyota of Imperial Valley facility completed and opened in January 1993.
- Sold the assets of University Chrysler-Plymouth, Inc., and Bob Baker Acura.
- 1994 Opened Bob Baker Toyota of Lemon Grove in May 1994.
Sold Hyundai franchise.
- 1995 Added GMC light duty truck franchise to Toyota of Imperial Valley location.
- 1996 Sold Del Norte Chevrolet and Toyota of Imperial Valley.

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- 1997 Sale of Bob Baker Infiniti-Carlsbad
- Sale of Bob Baker Nissan.
- Purchased Chrysler-Plymouth franchise and named Bob
 Baker Chrysler-Plymouth-El Cajon.
- Formed Baker Family Enterprises, LLC
- 1999 Obtained Subaru franchise and merged with Bob Baker
 Chevrolet-El Cajon.
- Sold Bob Baker Chrysler/Plymouth-El Cajon franchise.
- MRACP sold 6.49 acres of the 14-acre parcel on Miramar
 Road.
- Rekab Properties sold its Ron Baker Chevrolet/Isuzu
 facilities in National City, California.
- 2001 Purchased Carlsbad Mitsubishi and renamed Bob Baker
 Mitsubishi.
- 2002 Sold Cadillac franchise and real estate in Carlsbad.
 Relocated.
- Subaru franchise to Jeep/Mitsubishi facilities.
 Reorganized all dealerships holdings to Sub-S
 Corporations.
- Formed Rekab Family Enterprises, LLC.
- 2003 MRACP sold remaining 7.51 acres.
- 2003-2004 Undertaking expansion plans for all seven dealership
 locations and storage facilities.
- 2004 Five-acre property site of Bob Baker Ford purchased by
 MRACP.
- 2005 Promoted eldest son, Michael Baker, to executive vice
 president/chief operational officer. Robert H. Baker's
 position remains as president and chairman of the board.

ROBERT HALEM BAKER

BUSINESS ACTIVITIES

- 1967 Chevrolet Dealers Association of Greater Indianapolis, president.
- 1969-1976 Indianapolis Automobile Trade Association, board of directors.
- 1971-1982 Concord Life Insurance Company, board of directors.
- 1972 Indianapolis Automobile Trade Association, president.
- 1972-1975 Concord Life Insurance Company, president. (Sixty automobile dealers involved in this firm.)
- Through recognition of accomplishments, was invited guest speaker at Dealers Sons School-School of Modern Merchandising, Detroit.
- Auto Dealers Bill of Rights License Study and Dealers Election Action Committee for Indiana, member.
Dealer Safety Council Committee, member.
Membership Committee of Chevrolet International Management Group, chairman.
- 1973-1975 Regional Dealer Council, Chevrolet Motor Division, member.
- 1975-1976 Chevrolet National Dealer Council, member.
- 1975-1977 Dealer Operators Committee, Indiana State Dealers Association, chairman.
- 1976-1977 Chevrolet Dealers Association of Greater Indianapolis, secretary/treasurer.
- 1980-1981 Ford Dealer Council, member.
- Chrysler Dealer Council, member.
- 1980-1991 Chrysler-Plymouth Dealers Association of Southern California, board of directors 1980-1985.

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Westwood Life Insurance Company, board of directors
1980-1987.

Nichols, Campbell and Morrow, Ford Management Group,
member 1980-1987.

Motor Car Dealers Association of San Diego County,
member 1980-1988, president 1984-1985, Director 1985.

Ford Dealer Advertising Association of Southern
California, vice chairman 1981, chairman 1982, director
1983-1986.

Motor Car Dealers Association of Southern California,
board of directors 1982-1989, treasurer 1985-1987, vice
president 1988-1989, president 1989-1991.

National Insurance Company, board of directors 1983 -
1988.

San Diego International Auto Show, chairman 1984.
San Diego County Chrysler-Plymouth Dealers Advertising
Association, president 1984, board of directors 1985-1986.

R.M.A. California Chevrolet Dealers Group, member
1986-1987.

San Diego County Chevrolet Dealers Advertising
Association, board of directors 1987.

Heritage Life Insurance, board of directors 1985-1987.

Nichols, Campbell, and Morrow, Megadealer Group,
member 1987-1990.

J.D. Powers and Associates, Superdealers Roundtable
Group, member 1987-1990.

Chrysler California Marketing Committee, member 1987.

Motor Car Dealers of Southern California, Legislative
Committee, member 1987-1991.

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California Dealer Advocates Committee, member 1987.

N.A.D.A. member for 33 years.

Chrysler-Plymouth council, member 1988.

N.A.D.A.'s Dealer Election Action Committee (DEAC),
Member of President's Club, 1988-1991.

Appointed chairman of N.A.D.A.'s Industry Relations
Subcommittee Task Force in 1989-1990.

BUSINESS AWARDS

1979-1997	Ford Distinguished Achievement Award.
1980-1983	Ford Vice Presidents Club.
1985-1988	Ford 100 Club.
1980-1986	Ford Top 20 Dealer Award.
1982	Ford Top Volume Dealer Award. Chrysler 5 Star Award.
1985	Ford Quality Care Dealer Award.
1985-1986	Chrysler Top 20 Dealer Award.
1985-1988	Chrysler Pacesetter Award.
1987	<i>Time</i> magazine's "Time Quality Dealer Award" finalist.
1988-1989	Chrysler Award for Excellence. Chrysler 5 Star Award.
1988-1990	Chrysler Mopar Masters Award.
1990	Isuzu Quality Service Dealer Award. Southern California's number-one Geo Dealer. Chrysler Five Star Award. Chrysler Service Professionals Award.

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- 1991 25 Year Commemorative Award as Chevrolet Dealer.
- Received the Distinguished Service Award from the New Car Dealers Association of San Diego County for legislative efforts and for the formation of a Statewide Dealers Association.
- Chrysler Five Star Award.
Chrysler Service Professionals Award.
- 1993 Chrysler Service Professionals Award.
Ford Distinguished Achievement Award.
- 1994 Ford Customer Satisfaction Leadership Ambassador Award.
- 1995-1996 Toyota's Presidents Award.
- 1995-2000 Toyota Parts and Service Excellence Awards.
- 1996 Ford Motor Company "Fix It Right the First Time" Service Award.
- Cadillac Motor Car Division CSI Excellence Award.
Ford Motor Company North American Customer Excellence Award for Quality in Customer Satisfaction.
- 1997 Ford Motor Company Quality Leaders Award.
- 1998-2001 Chrysler 5 Star Award.
(Jeep and Chrysler dealerships)
- 1999-2001 Toyota's Presidents Award.
Toyota's Board of Governors' Award.
- Ford 100 Club Award.
- 2000-2001 "Elite of Lexus" Dealership Award.
- Chevrolet "Genuine Leader's Award" for Sales and Customer Satisfaction.
- General Motors Mark of Excellence 2000.

ROBERT HALEM BAKER

- Automobile Club Award for 20 year approval as a Ford repair facility.
- 2001 Ford "Blue Oval" certification.
- Toyota Triple Crown Award—President's Award, Board of Governors Award, Auto Advisory Board.
- 2002 Subaru Stellar Performance Certification.
- 2002-2003 Mitsubishi—Diamond Chapter of Excellence
- Ford Triple Crown Award—President's Award, Top 100 Award, FCSD Top 100 Award.
- "Elite of Lexus" Dealership Award.
- Toyota Triple Crown Award—President's Award, Board of Governors Award, Auto Advisory Board.
- 2003 Chrysler 5 Star Award.
(Jeep dealership)
- 2004 Certified Toyota Signature Dealer Award.
Ford President's Award.
Chevrolet Genuine Leader Award.
- 2005 Chrysler 5 Star Award. *(Chrysler and Jeep franchises)*
- Ford Medallion Elite Club
- 2006 Ford "Blue Oval" certification.
- 2007 Subaru Stellar Performance Certification.
- 2007 Chrysler 5 Star Award. *(Chrysler and Jeep franchises)*

CIVIC ACTIVITIES

- 1967-1979 Catholic Seminary Foundation of Indianapolis.
St. Matthews Business and Educational Study Committee.

ROBERT HALEM BAKER

Warren Central High School Advisory Committee.

Junior Miss Pageant, chairman.

Soap Box Derby, chairman.

Junior Achievement Program, sponsor.

Driver Education Program, Warren Central High School,
Scecina Memorial High School, Pike Township High
School.

Gibault School for Boys, Terre Haute, Indiana.

Junior Olympics, sponsor.

Knights of Columbus.

1967-1979 Clowes Memorial Hall.

Indiana Museum of Art.

Hillcrest Country Club.
Varsity Club and Scholarship Foundation, Indiana
University.

Dollars for Scholars Organization, president, Warren
Central High.

John P. Clark Scholarship Fund, University of Michigan.

Distributive Education Clubs of America.

Corvette Club of Central Indiana.

Boss of the Year Award, Local Chapter of the American
Business Women's Association, Indianapolis, Indiana.

Central Region of Indiana Blood Bank.

Little League Football and Basketball Teams, sponsor.

United Way/Share, Indianapolis, and San Diego.

ROBERT HALEM BAKER

Y.M.C.A./Y.W.C.A., contributor.

St. Pius X Parish, Building Committee, member.

1979-1996 Church of Nativity, Building Committee, member.

St. James Catholic Church.

Boys & Girls Clubs of America.

C.O.M.B.O.

St. Vincent de Paul Center, advisory board, honorary
member of board of directors.

Catholic Charities, board of directors.

Casa de Esperanza (House of Hope), chairman of building
project for the homeless.

1979-1996 University of San Diego, President's Club, member.
San Diego State University, contributor.

American Diabetes Association.

San Diego Automotive Museum, committee member.

Numerous contributions and donations to various
community projects and fund raisers.

Whispering Palms Country Club.

Rancho Santa Fe Country Club.

Lomas Santa Fe Country Club.

Ironwood Country Club.

1979-1998 Christian Unity Award presented by San Diego Ecumenic
Conference for outstanding leadership in community,
1989.

ROBERT HALEM BAKER

Named "Citizen of the Year" by Social Services Auxiliary,
1989.

Member of the Catholic Diocese of San Diego County
Executive Finance Council.

Investured into Holy Sepulcher of Jerusalem, "Knighted"
Sir Bob, 1989.

Co-chairman, Our Lady of Peace Academy Building
Committee for new gymnasium, 1990 to present.

Board member of The Academy of Our Lady of Peace.

Trustee, University of San Diego (emeritus status 2002).

Chairman, University of San Diego Hughes Center
Campaign.

Father's Day Council/Father of the Year (1995).

Trustee Emeritus, Mercy Hospital Foundation.

Member of Scripps Hospital Trauma Board.

1999 Recipient of "Bishop Maher Award," St. Vincent de Paul.

2000 Board member of Rancho Santa Fe Community Foundation.

1998-2000 Voted San Diego County's #1 Automotive Group by
The San Diego Union-Tribune's "Readers Poll."

2000 Honored by "Caring Residence of Carlsbad"—La Posada.

Initiated scholarship fund to benefit students from San
Diego attending Northwood University.

Lead gift for the renovation of Chapel in Scripps/Mercy
Hospital.

Advisor to Catholic Diocese's campaign to build three new
high schools (Secondary Education Initiative).

ROBERT HALEM BAKER

2001-2002 Instrumental in major renovation at Carmelite Monastery.

Instrumental in the creation of amphitheater at the
Academy of Our Lady of Peace.

Inaugural recipient of the "Joseph L. Hertel Award"
presented by Muscular Dystrophy Association.

2003-2004 Northwood University Automobile Dealer Education
Award for 2002.

Lead gift for building of Chapel at New Cathedral High
School to open in 2005.

Lead gift for building of new parish and school to be
renamed "St. Th'er'ese of Carmel" (formerly known as St.
William of York).